

MARVEL

LEGACY

THREAT LEVEL: RED

795



SLOTT
GAGE
HAWTHORNE
PALLOT
GRACIA

the AMAZING SPIDER-MAN®

GUEST-STARRING

LOKI:
Sorcerer Supreme!



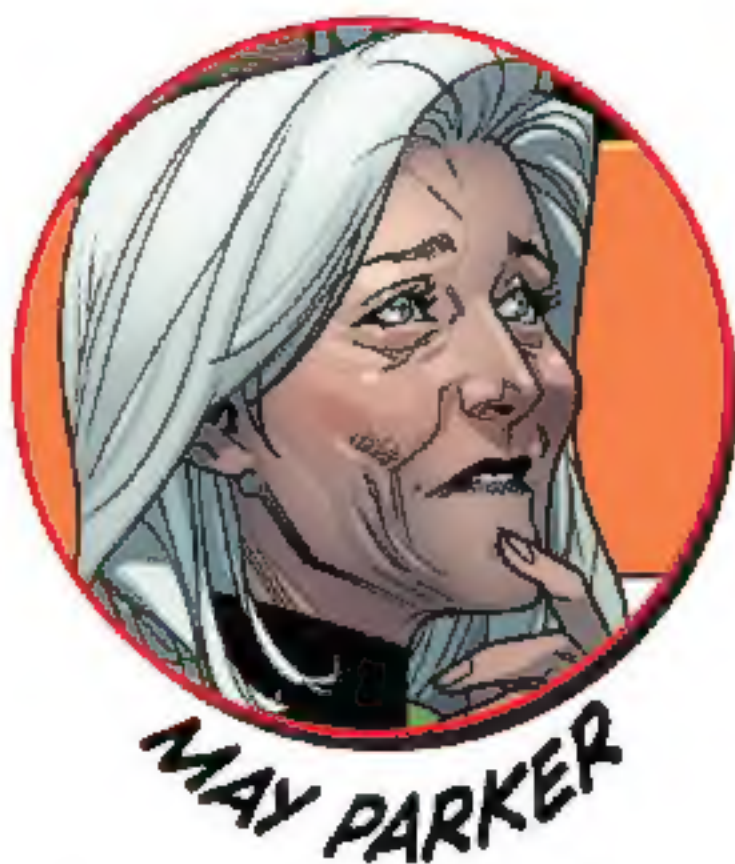
WHEN PETER PARKER WAS BITTEN BY A RADIOACTIVE SPIDER, HE GAINED THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER; ADHESIVE FINGERTIPS AND TOES; AND THE UNIQUE PRECOGNITIVE AWARENESS OF DANGER CALLED "SPIDER-SENSE"! AFTER LEARNING THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE CRIME-FIGHTING SUPER HERO CALLED...

the AMAZING SPIDER-MAN

Since the downfall of Parker Industries, dejected and penniless former C.E.O. PETER PARKER has been crashing on the couch of his girlfriend BOBBI MORSE, A.K.A. MOCKINGBIRD, with little to keep him happy save for his patrols as THE AMAZING SPIDER-MAN.

Desperately in need of work, Peter returned to his roots at the Daily Bugle, not as a freelance photographer, but as the paper's science editor!

As Peter struggles to finally get his life back on track, old foes from Spider-Man's past have begun conspiring against the wall-crawler.



THREAT LEVEL: RED PART 2 THE FAVOR

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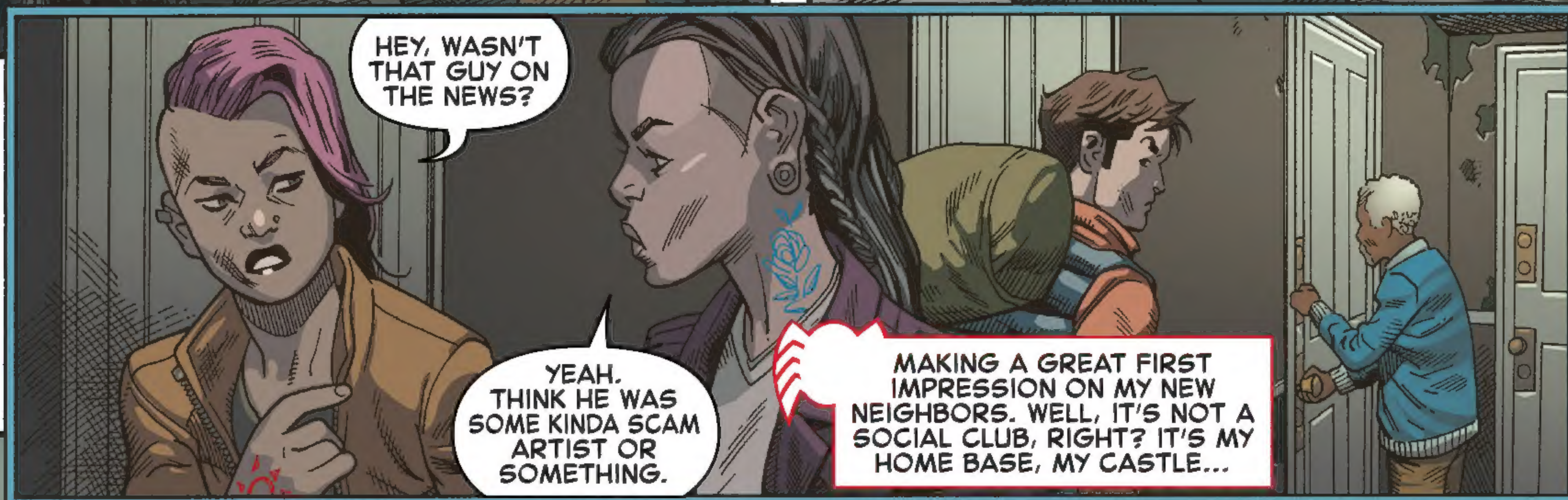
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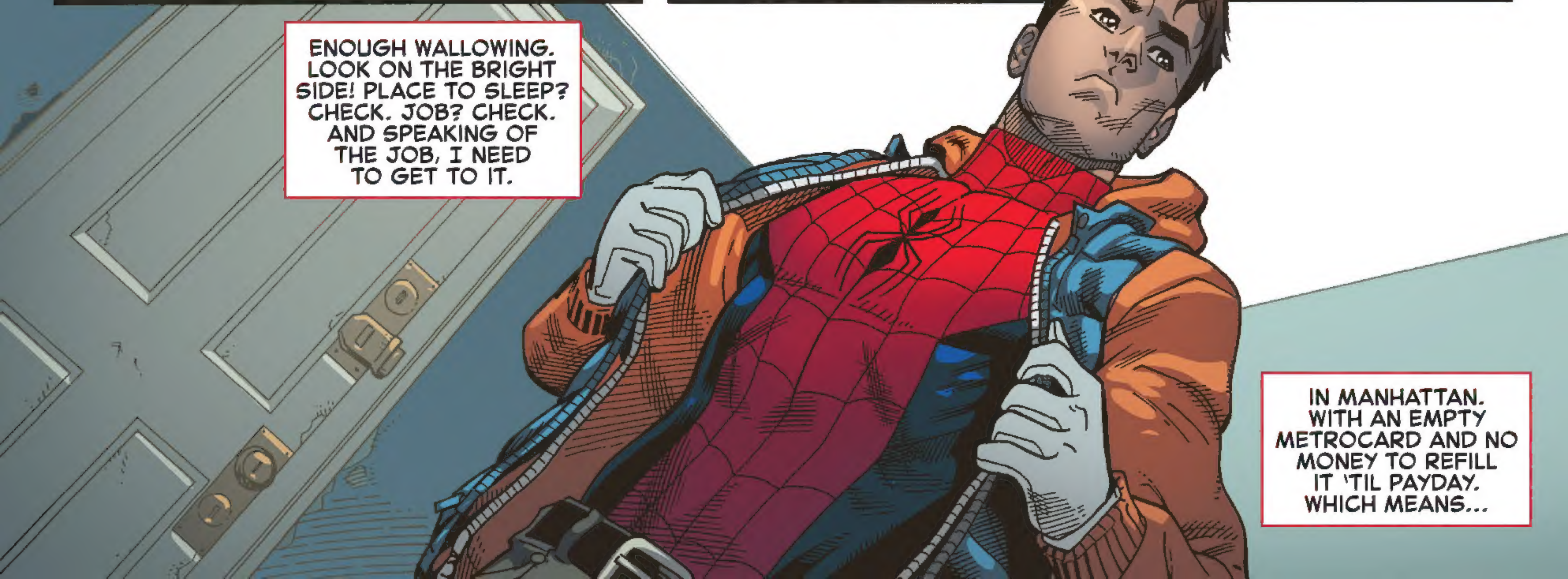
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PRESIDENT

ALAN FINE
EXECUTIVE PRODUCER

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO



ENOUGH WALLOWING. LOOK ON THE BRIGHT SIDE! PLACE TO SLEEP? CHECK. JOB? CHECK. AND SPEAKING OF THE JOB, I NEED TO GET TO IT.



IN MANHATTAN. WITH AN EMPTY METROCARD AND NO MONEY TO REFILL IT 'TIL PAYDAY. WHICH MEANS...



COLD,
COLD,
COLD!

GOTTA SAVE MY
WEB FLUID, TOO...
ALMOST OUT. CAN'T
AFFORD TO **BOARD**
THE TRAIN, CAN'T
AFFORD TO SWING
OVER IT...



SO I'M BREAKING THE
LAW. AND GETTING
FROSTBITE OF THE BUTT.

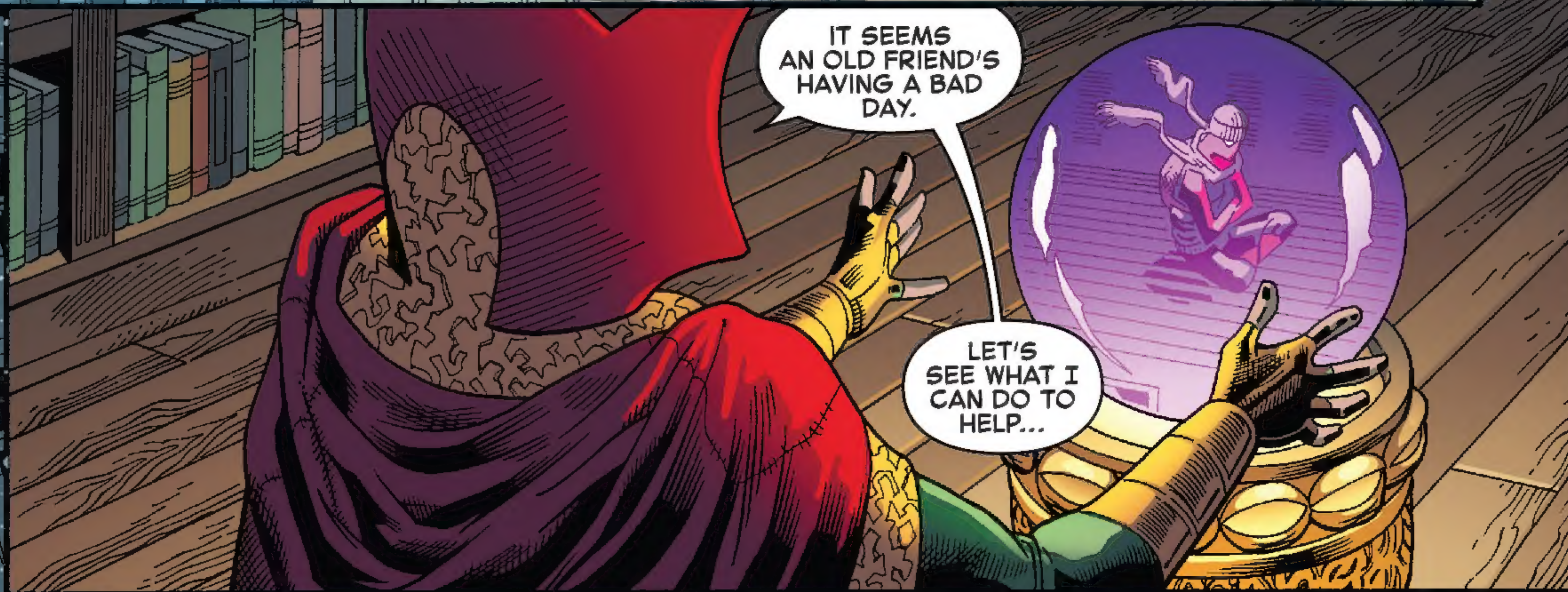
IS IT STILL
BACKSLIDING IF YOU
SLIDE RIGHT PAST
YOUR OLD LOW POINT
AND JUST **KEEP**
GOING...?

OH, GREAT,
NOW MY NOSE
IS RUNNING.



MASK FULL OF SNOT
OR FROZEN FACE. EVEN
MYSTERIO NEVER CAME
UP WITH A MORE
FIENDISH TRAP.

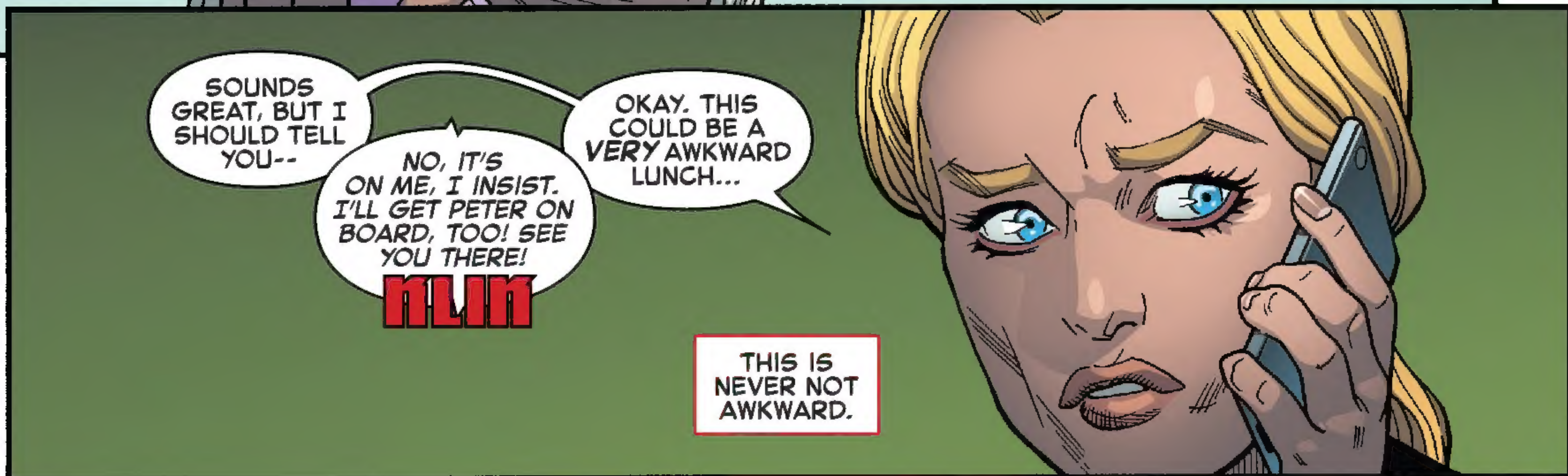
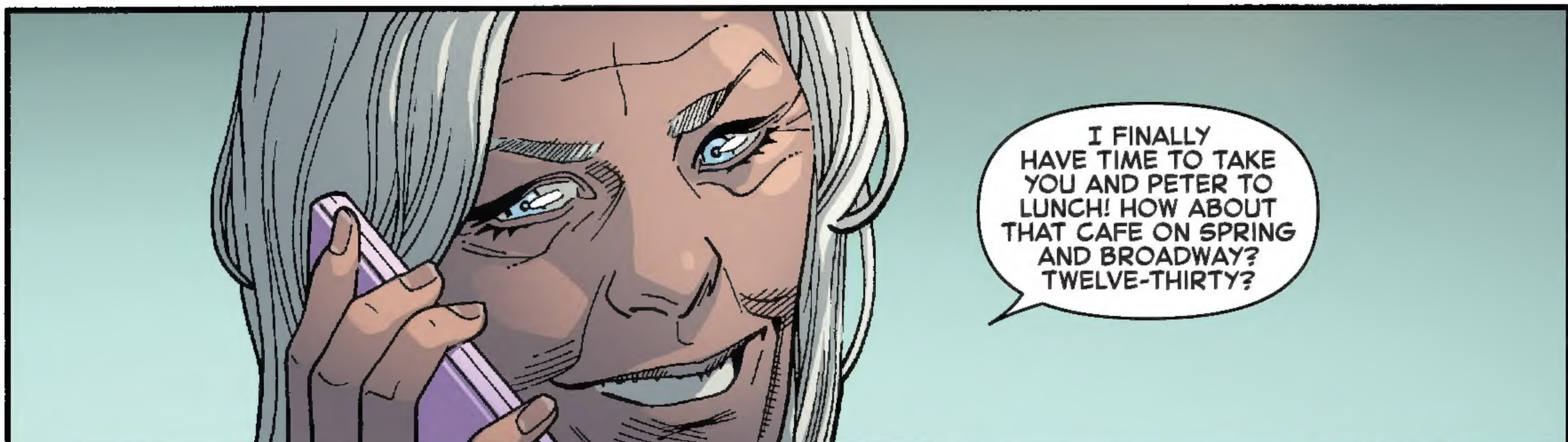
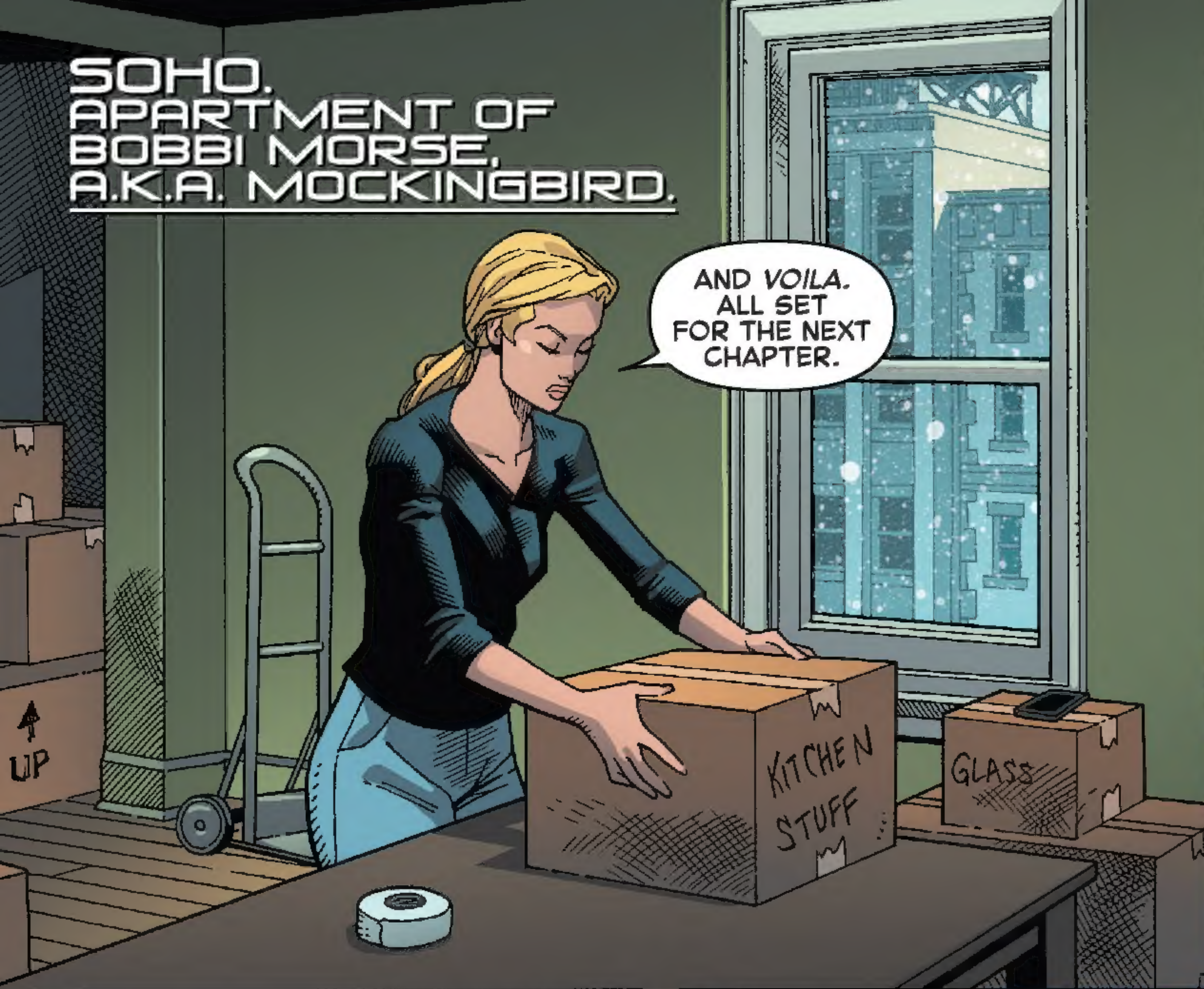
AT LEAST NO
ONE'S WATCHING,
RIGHT?



IT SEEMS
AN OLD FRIEND'S
HAVING A BAD
DAY.

LET'S
SEE WHAT I
CAN DO TO
HELP...

SOHO.
APARTMENT OF
BOBBI MORSE,
A.K.A. MOCKINGBIRD.



THERE'S NO **GOOD** WAY TO DO AN ALLEY CHANGE. BUT THERE'S NO WAY AROUND IT. THESE DAYS **DAILY BUGLE** STAFFERS HAVE TO CHECK IN WITH SECURITY.

BRIGHT SIDE, HERE I'M JUST LIKE EVERYBODY ELSE--

PETER PARKER! CAN'T JUST BLEND IN, CAN YOU? EVERYTHING HAS TO BE ABOUT **YOU!**

UH...YOU'LL HAVE TO BE MORE SPECIFIC, COLIN.

SOMEONE WITH A GRUDGE AGAINST PARKER INDUSTRIES HAS BEEN SPAMMING THE **BUGLE'S** NEWS-TIP HOTLINE.

OUR EMAIL ACCOUNTS ARE GETTING FLOODED.

WHAT?! YOU'VE GOT TO BE KIDDING.

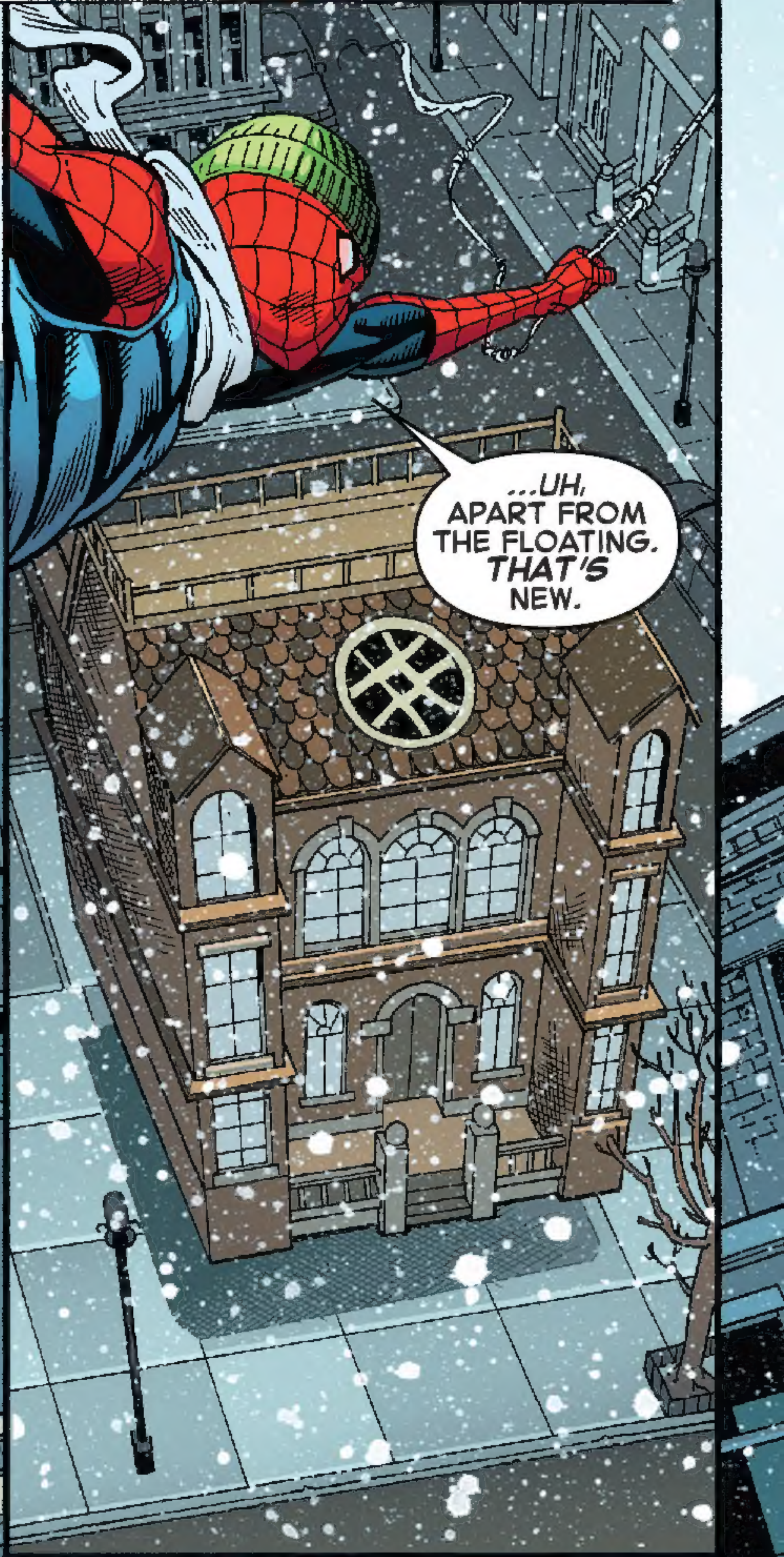
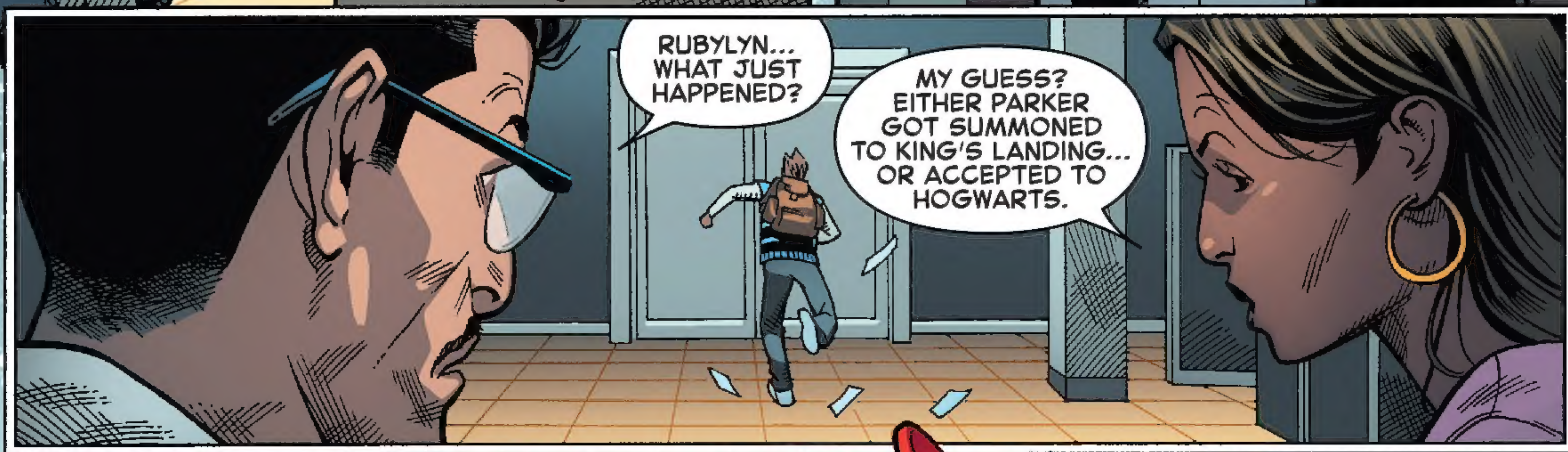
THERE'S NO WAY TO DISTINGUISH PSYCHOTIC RANTS FROM LEGITIMATE SCOOPS! HOW ARE WE SUPPOSED TO **FUNCTION?**

I'M SORRY. **REALLY SORRY.** I'LL COME UP WITH A--

--SOLUTION...

CA-CAW!

I'M...NOT SURE **CARRIER PIGEON** IS GOING TO DO IT.





HEY, YOU'RE NOT WONG. UH...ARE YOU? MAGIC IS WEIRD...

WONG LEFT. I'M ZELMA. COME IN, HE'S EXPECTING YOU.

THANKS. HEY, DOC, WE GOTTA TALK ABOUT--

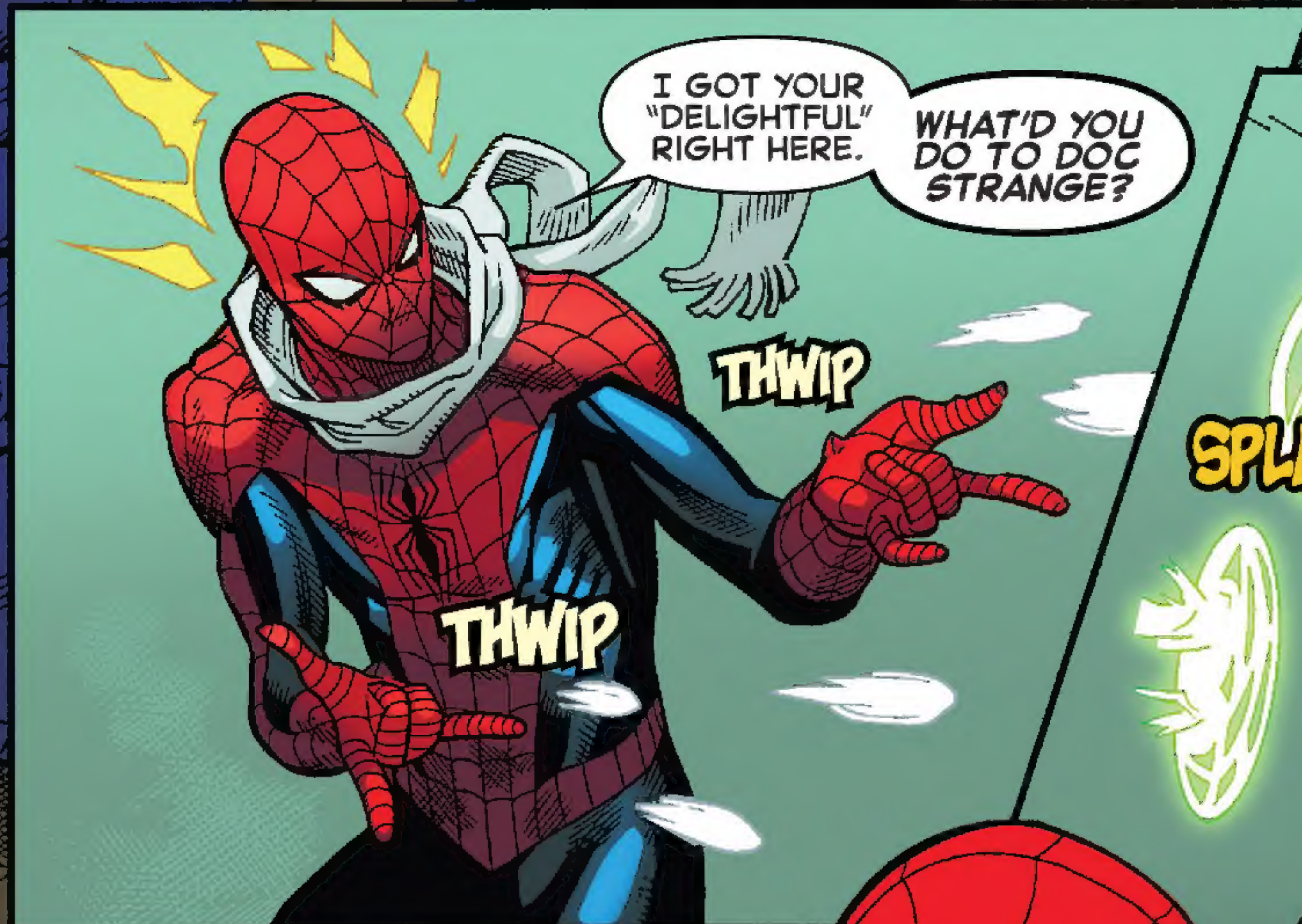


LOKI?!

MORTAL.

IT'S DELIGHTFUL HOW YOU MANAGE TO LOOK UTTERLY DUMBFOUNDED EVEN IN A FULL-FACE MASK.

I DO BELIEVE THE SCARF PULLS IT ALL TOGETHER.



I GOT YOUR "DELIGHTFUL" RIGHT HERE.

WHAT'D YOU DO TO DOC STRANGE?

THWIP

THWIP



EXPOSED HIM FOR THE FAILURE HE IS. I AM SORCERER SUPREME NOW.*

AND I HAVE NOT SUMMONED YOU FOR BATTLE, OR EVEN MISCHIEF.

SPLAT

SPLAT

*SEE DR. STRANGE #381! --NICK

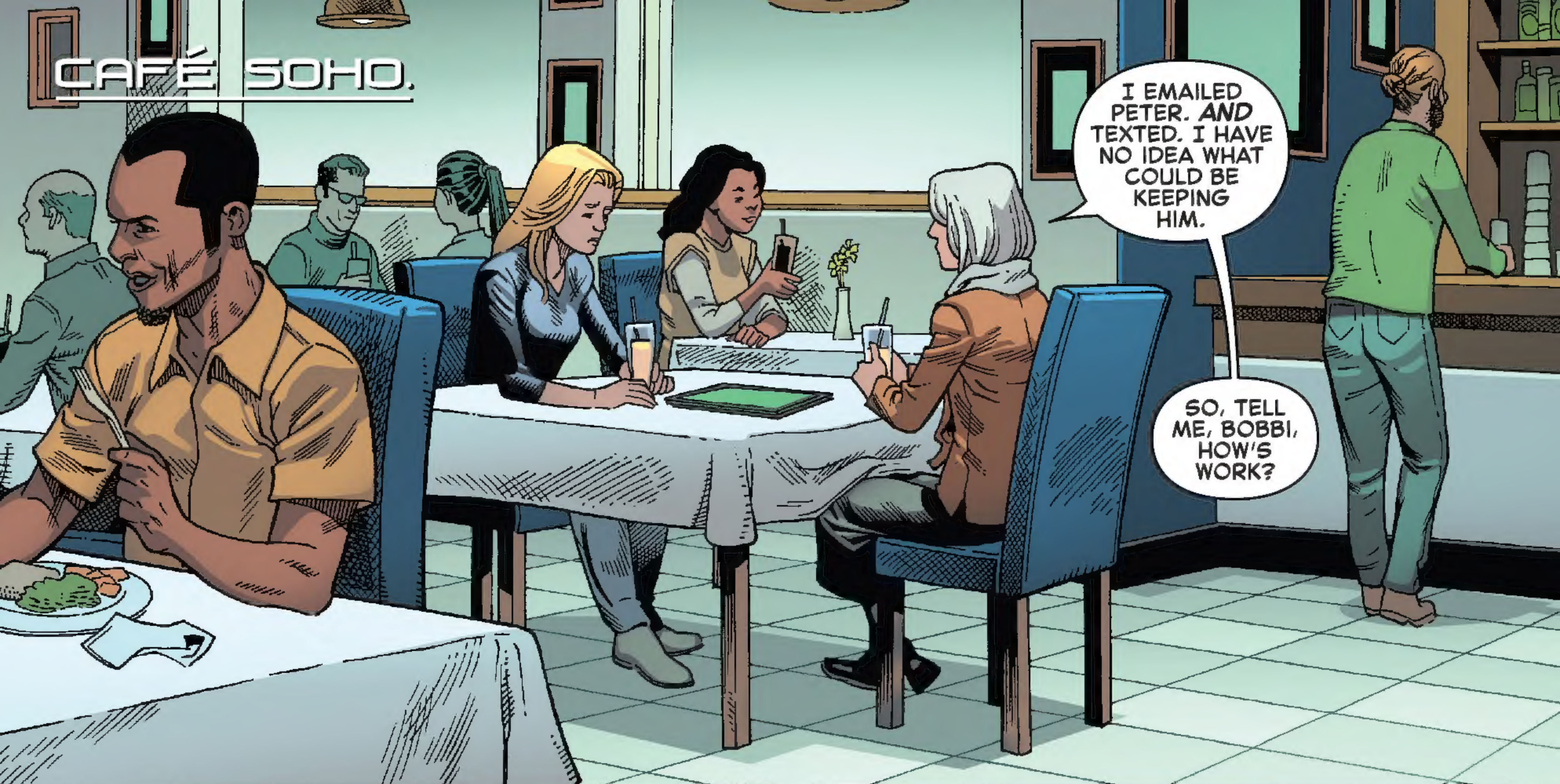


THEN WHAT? HELP COLOR-COORDINATING YOUR OUTFIT? BECAUSE OUCH.

DROLL. NO, I CALLED YOU HERE BECAUSE, MY DEAR SPIDER-POWERED MORTAL, IF MEMORY SERVES...

...I OWE YOU A FAVOR.

CAFÉ SOHO.



I EMAILED
PETER. AND
TEXTED. I HAVE
NO IDEA WHAT
COULD BE
KEEPING
HIM.

SO, TELL
ME, BOBBI,
HOW'S
WORK?

WELL, BETWEEN S.H.I.E.L.D.,
PARKER INDUSTRIES
AND HUMANITECH, I'VE
MANAGED TO LOSE MY
LAST THREE
JOBS.

OH,
DEAR.
I'M SO
SORRY.

IT'S FINE.
I FOUND
SOMETHING NEW...
ON THE WEST
COAST.

OH! WELL,
I'M HAPPY FOR
YOU...BUT WON'T
THE DISTANCE BE A
STRAIN ON YOUR
AND PETER'S
RELATIONSHIP?

MAY...I
TRIED TO
TELL YOU
BEFORE...

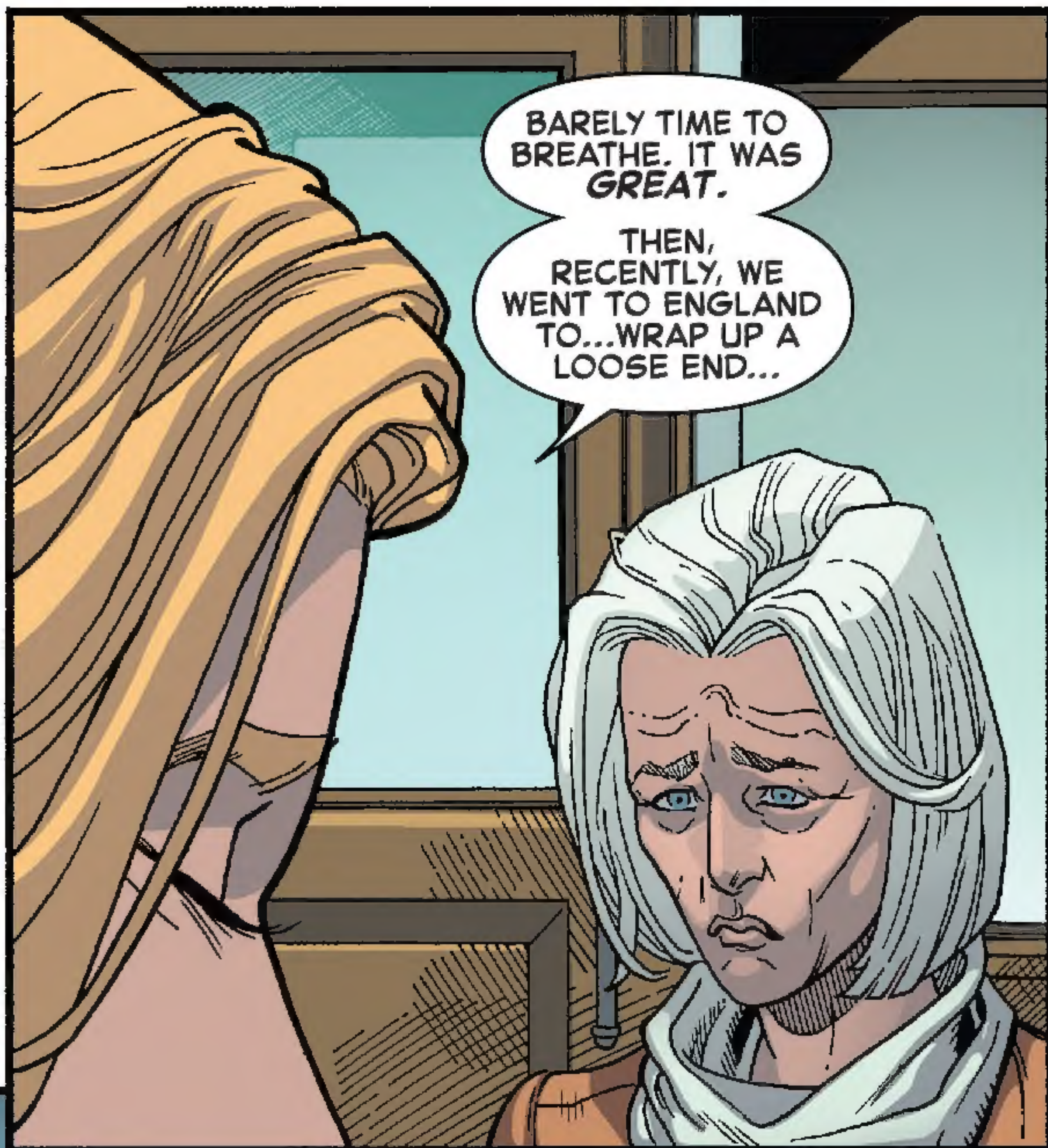
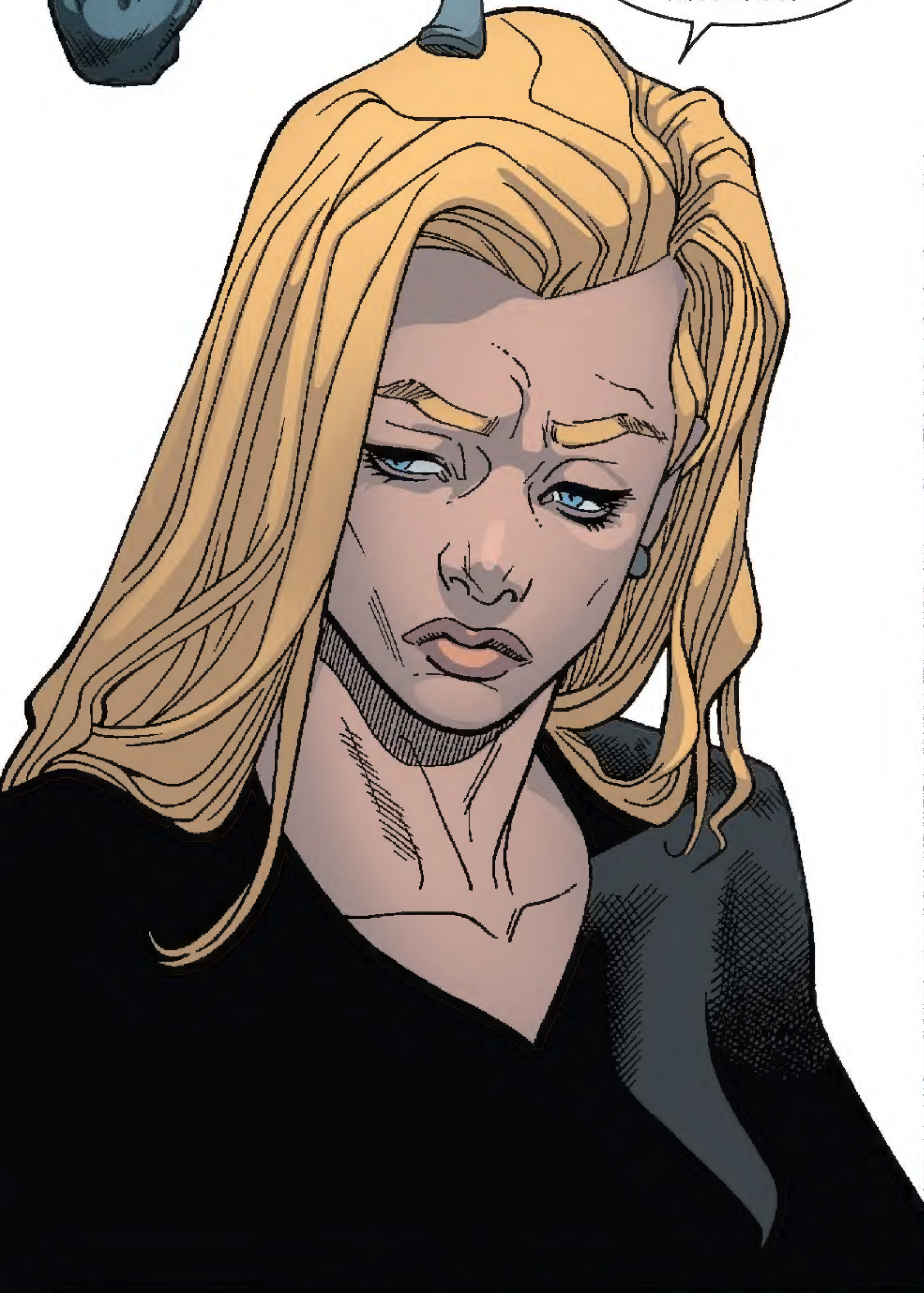
...WE
BROKE
UP.

WHAT
DID HE DO
NOW?



IT WASN'T
JUST HIM.

WHEN WE
GOT TOGETHER,
IT WAS IN THIS
HECTIC, FAST-PACED
JOB, GLOBE-HOPPING
ON ONE...**PARKER
INDUSTRIES**
VENTURE...AFTER
ANOTHER.

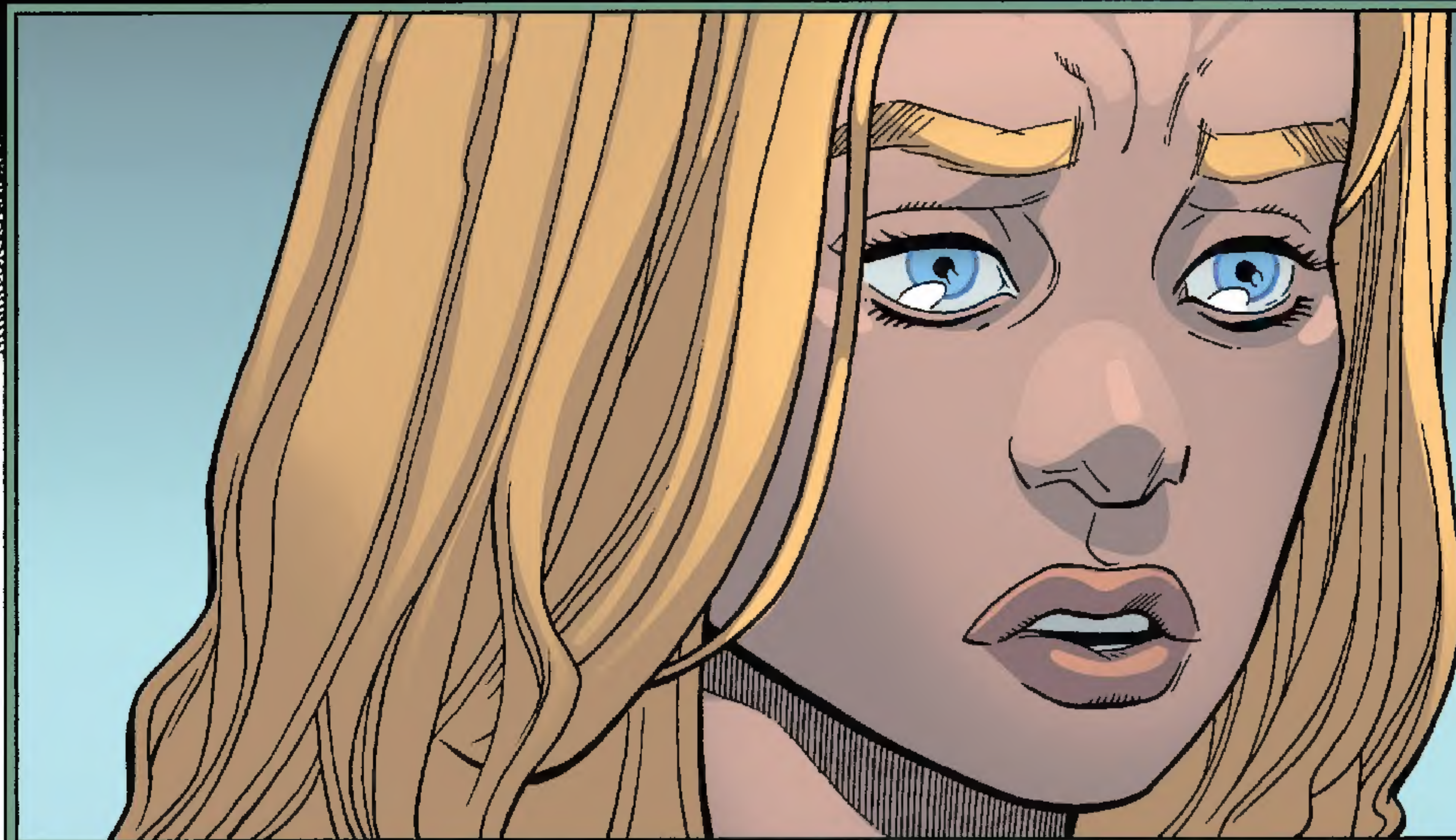
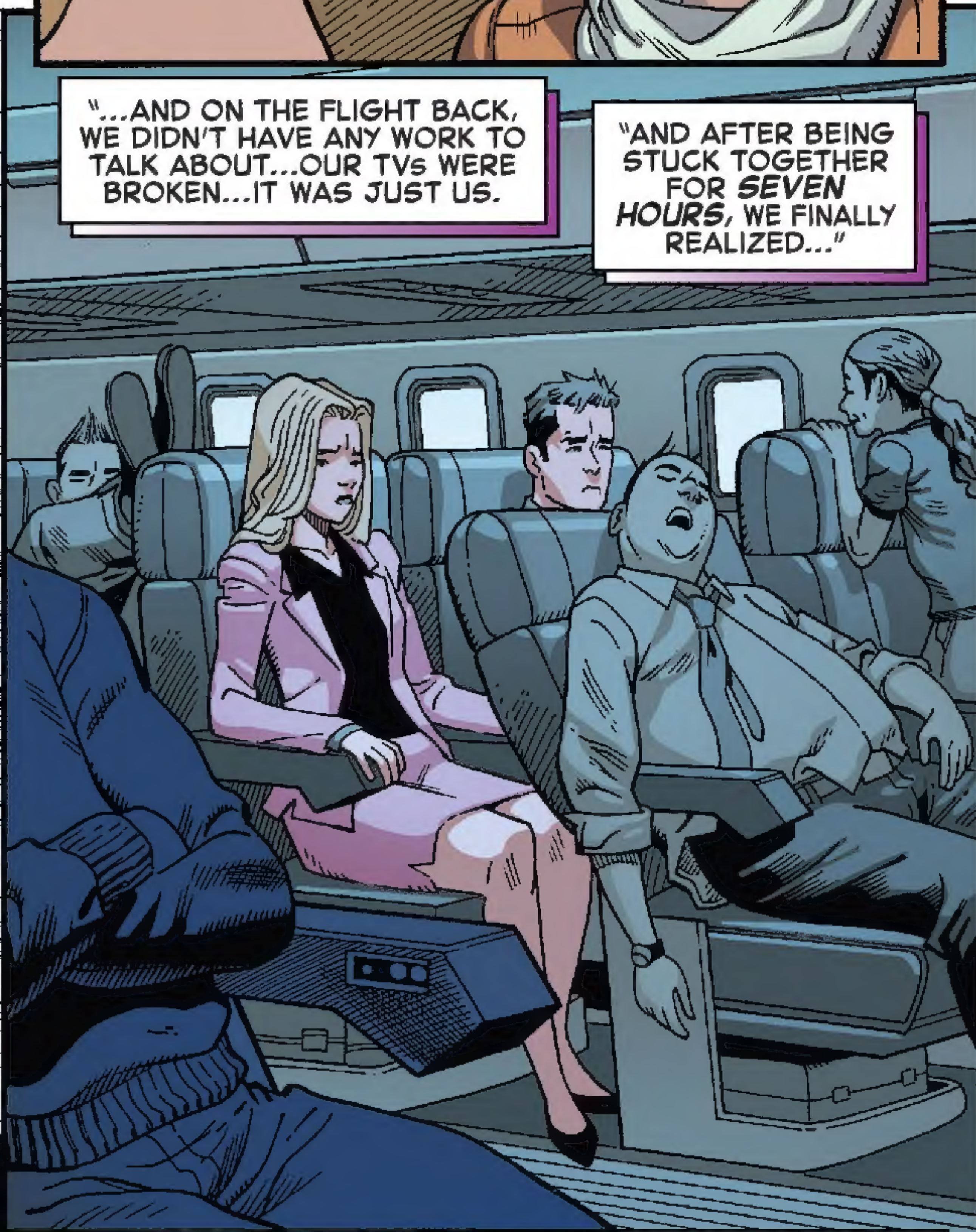


BARELY TIME TO
BREATHE. IT WAS
GREAT.

THEN,
RECENTLY, WE
WENT TO ENGLAND
TO...WRAP UP A
LOOSE END...

"...AND ON THE FLIGHT BACK,
WE DIDN'T HAVE ANY WORK TO
TALK ABOUT...OUR TVs WERE
BROKEN...IT WAS JUST US.

"AND AFTER BEING
STUCK TOGETHER
FOR **SEVEN
HOURS**, WE FINALLY
REALIZED..."



OUTSIDE
OF WORK...

...WE HAVE
**ABSOLUTELY
NOTHING IN
COMMON.**



IF YOU'LL FOLLOW ME, SPIDER-MAN...

HAVE FUN AND PLAY NICE, GUYS.



I SEE HOW YOU'RE LOOKING AT ME, YOU KNOW. **EVERYONE** DOES THAT. AS IF AWAITING A BETRAYAL, A SECRET AGENDA... SOMETHING--

EVIL? NAH. GUYS WHO HANG PORTRAITS OF THEMSELVES ARE JUST BIG OLD TEDDY BEARS.



OH, I DON'T CLAIM TO BE GOOD, SPIDER-FELLOW. BUT I'M **TRYING**. DO YOU KNOW HOW MANY TIMES I'VE SAVED THE WORLD FROM MYSTICAL ATTACKS **JUST THIS WEEK?**

SEVENTEEN! AND YET EVERY DAY ANOTHER SO-CALLED HERO COMES TO TRY AND DEPOSE ME, ENDANGERING YOUR WORLD FURTHER. BUT PERHAPS WITH A WORD FROM THE **UBIQUITOUS SPIDER-MAN--**

SO YOUR HIDDEN AGENDA'S TO GET ME TO TELL PEOPLE YOU DON'T HAVE HIDDEN AGENDAS.



I ALSO WANT TO HELP YOU. YOU'VE FALLEN ON DIFFICULT TIMES OF LATE.

BUT SUPPOSE I COULD **TURN BACK** TIME...?



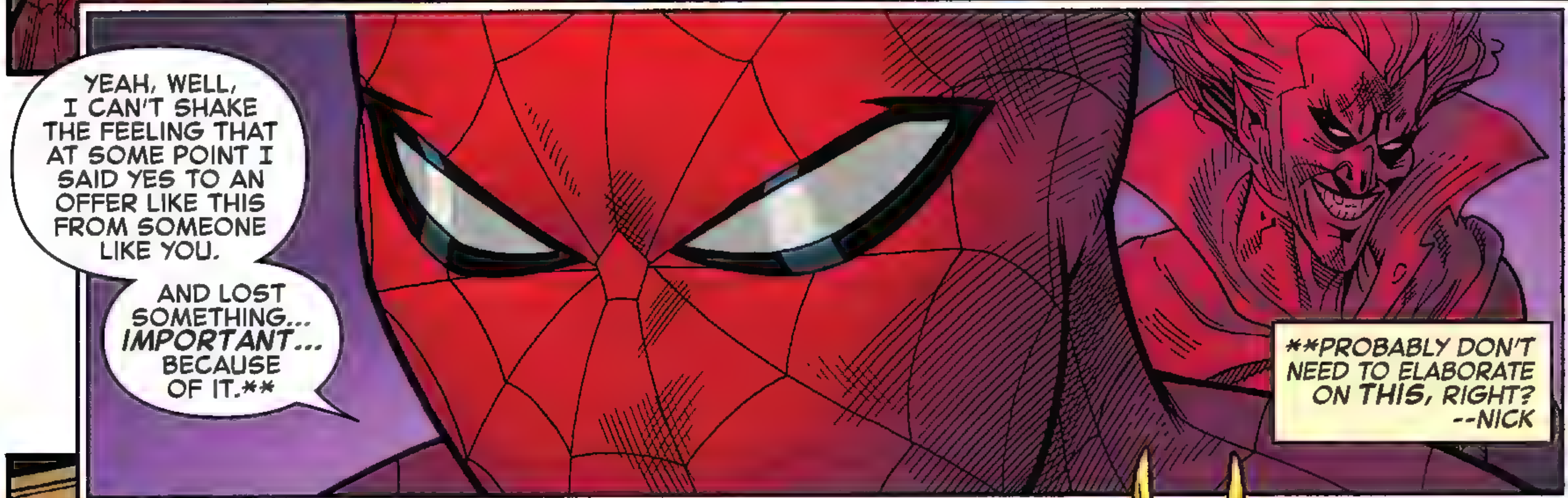
HOLD IT, CHER. FORGET IT. NO WAY.



THAT KIND OF THING ALWAYS COMES WITH A COST. I FOUND THAT OUT WHEN...
A GUY... PROMISED HE COULD BRING BACK PEOPLE I'D LOST.*

I AM HARDLY "A GUY."

*CHECK OUT THE CLONE CONSPIRACY TO SEE MORE OF THE JACKAL'S OFFER!
--NATTERING NICK!



YEAH, WELL, I CAN'T SHAKE THE FEELING THAT AT SOME POINT I SAID YES TO AN OFFER LIKE THIS FROM SOMEONE LIKE YOU.
AND LOST SOMETHING... IMPORTANT... BECAUSE OF IT.**

**PROBABLY DON'T NEED TO ELABORATE ON THIS, RIGHT?
--NICK



STEPHEN STRANGE ALWAYS WARNED ABOUT THIS. THE PRICE YOU PAY FOR--

YES, THE PRICE! BY ODIN'S MEAD-SOAKED BEARD, EVERYONE DRONES ON AND ON ABOUT THE PRICE.

I AM NOT STEPHEN STRANGE. I AM A GOD! LET ME SHOW YOU WHAT I CAN DO.



DON'T YOU EVEN THINK ABOUT MAKING MAGIC-FINGERS!
NO MORE OFFERS, NO MORE SCHEMING--

NO MORE PLAYING WITH MY LIFE!

KNOCK





WHAT ARE THESE THINGS?!

THE FIRE-WASPS OF THE FALTINE. THEY'RE NORMALLY USED TO CLEANSE CONDEMNED WORLDS OF ORGANIC LIFE...



"...AND THEY ARE SINGLE-MINDED IN THEIR MISSION."

AAAGH!



NO! THIS IS ALL MY FAULT! CAN WE SAVE THEM?

I CAN. BY CONJURING A MYSTIC ANTIDOTE.



BUT I WILL NEED A SAMPLE OF THE WASPS' OWN VENOM...AND THE STRICKEN MORTALS HAVE LITTLE TIME!

THEY ARE RESISTANT TO MOST CONTAINMENT SPELLS...HENCE THE NEED FOR ARTIFACTS LIKE THE ONE YOU BROKE.



YOU WANT
A BUG WRAPPED
UP, CALL A
SPIDER.

THWIP

THWIP



JUST NOT
THIS ONE,
APPARENTLY!

DARN
IT!



WITLESS
MORTAL! YOUR
WEBBING IS MAN-
MADE, AND THUS
USELESS.

YOU ARE
THE SPIDER-TOTEM!
AS WITH THEIR PRISON,
YOUR VERY TOUCH IS
A BANE TO THEM.
USE IT!

DO NOT
BE RESTRAINED
BY YOUR MAUDLIN
MORALS. THE WASPS
ARE NEITHER SENTIENT
NOR TRULY
ALIVE.

SO WHAT
YOU'RE
SAYING
IS...

SHREEE!





THE GLOVES ARE OFF!



WELL STRUCK, SPIDER! PERHAPS THERE IS A USE FOR YOU AFTER ALL.

BUT TWO REMAIN! I HAVE THIS ONE...CAN YOU MANAGE THE OTHER?

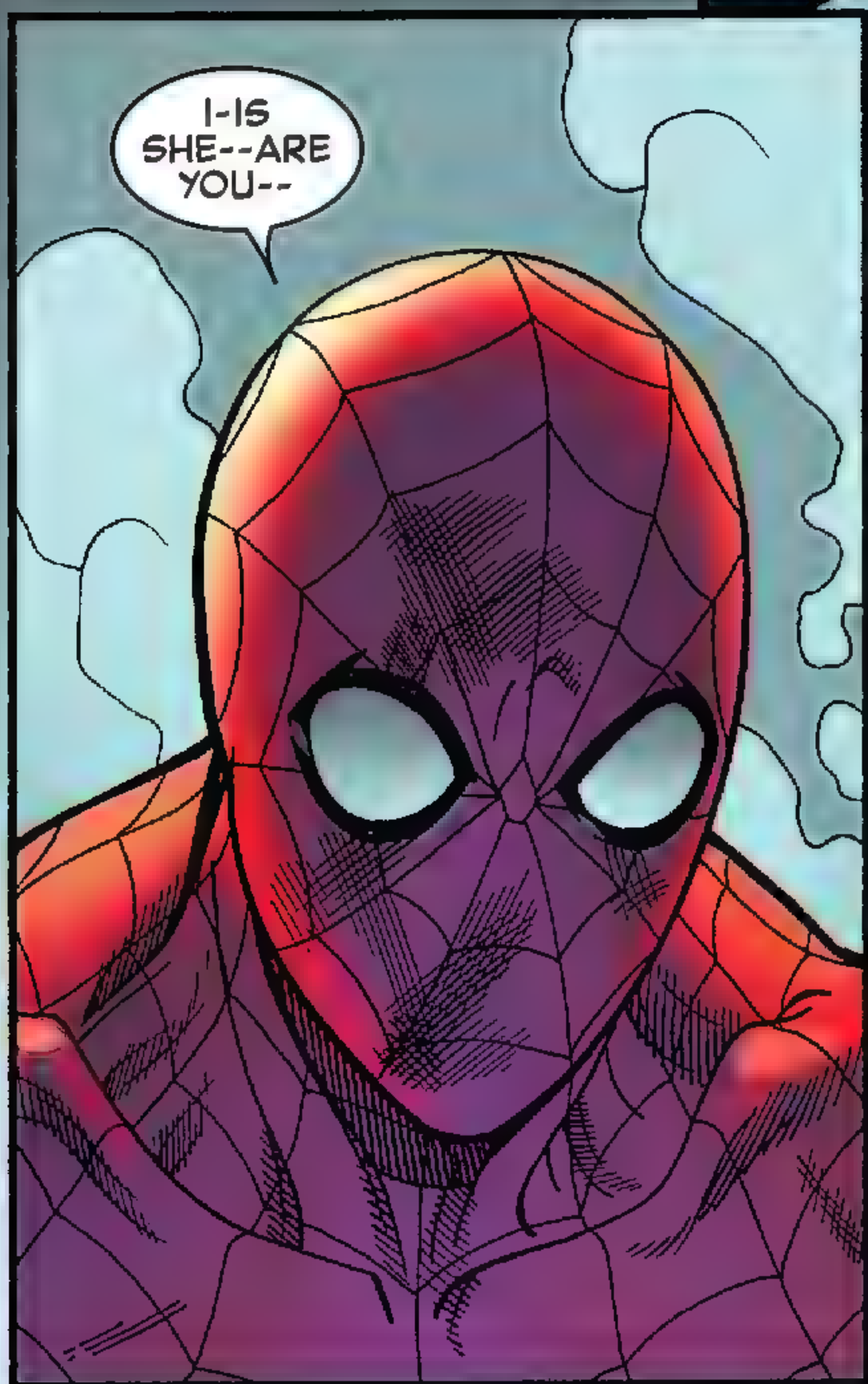


A GIANT BUG TRYING TO KILL INNOCENT PEOPLE 'CAUSE I SET IT FREE?



I CAN DO A LOT MORE THAN MANAGE.

WHACK





YOU GOT WHAT YOU WERE AFTER, RIGHT? YOU CAN HELP THEM?

YES. THE VENOM IS MAGICAL IN NATURE, BUT WITH A STINGER TO DRAW FROM, IT IS A SIMPLE MATTER TO CRAFT A COUNTER-SPELL.



REGRETTABLY, TOO LATE FOR THEIR FIRST VICTIM.

STILL, TO LOSE ONLY ONE LIFE TO THE FIRE-WASPS IS A VICTORY BY ANY MEASURE.



NOT TO ME. THAT TURN-BACK-TIME THING? DO IT.

FOR A STRANGER? MADNESS--

IT'S MY FAVOR. AND I'M CALLING IT IN. WHATEVER THE COST.



AS I ASSURED YOU, THE ONLY COST WOULD BE TO ME...AND I AM ABOVE SUCH THINGS.

TO KEEP IT FROM BEING A TOTAL WASTE, I'LL RETURN YOU TO THE HEIGHT OF YOUR WEALTH--

NO. BEFORE I BROKE THE VASE. NO FURTHER.

AS YOU WISH...



...AND HERE WE ARE. SUCH SPELLS ARE NOT EASILY REPLICATED, SO MAY I SUGGEST YOU REFRAIN FROM FLAILING ABOUT LIKE A DRUNKEN TROLL THIS TIME?

WHAT HAPPENS NOW? I MEAN--

THIS IS NOT ONE OF YOUR MORTAL "TWIST ENDINGS." NO PRIMATE'S PAW WILL EXACT AN IRONIC PRICE FOR YOUR WISH.



THE MAN WHO DIED WILL LIVE. AND YOU MAY USE ANY KNOWLEDGE YOU GAINED FROM OUR ADVENTURE, ANY WAY YOU WISH.

UH...GOOD. NOW THAT YOU MENTION IT, I SHOULD GO...MEET SOMEONE.

AND IF ANYONE ASKS... I'LL TELL 'EM YOU'RE NOT A TOTAL POSER. I THINK.



ALL FOR A STRANGER. REMARKABLE.

I SUPPOSE ONE MUST ADMIRE HIS CONSISTENCY, IF NOTHING ELSE...



HEY, WHAT'D YOU MOVE THIS CONTAINMENT CASK OUT HERE FOR? ISN'T IT DANGEROUS?

VERY.

I'LL PUT IT BACK IN THE SECURE WING SHORTLY.



EXCUSE ME A MOMENT, WILL YOU, ZELMA? I HAVE SOME...PERSONAL BUSINESS TO ATTEND TO FIRST.

OH, I KNOW
WHAT YOU'D SAY IF
YOU'D HEARD THAT,
SPIDER-MAN. INDIGNANT
HUFFS LIKE "TRAP" AND
"MANIPULATION."

BUT I AM
SORCERER SUPREME
NOW. I HAVE THE **GREATEST**
POWER. THE **UTMOST**
RESPONSIBILITY.

I CAN'T BE IN
DEBT TO A VACUOUS
IDEALIST WHO MIGHT DO
SOMETHING RECKLESS WITH
HIS LEVERAGE...LIKE DEMAND
I RETURN THE MANTLE TO
HIS FRIEND, STEPHEN
STRANGE.

BESIDES,
YOU MADE
YOUR CHOICE,
MR. PARKER.

AND IT'S
NOT AS IF
YOU DIDN'T GET
ANYTHING OUT
OF IT IN
RETURN.

ONE LAST SWEET
MOMENT WITH A
FORMER
PARAMOUR.

A CHANCE TO BE
WITH YOUR AUNT ON
A DAY SHE NEEDED
COMFORT.

ALL IN
ALL, A FAVOR
WELL SPENT. THE
ONLY PITY OF
IT IS...

...WHO
KNOWS WHEN
YOU MIGHT HAVE
NEEDED A FAVOR
LIKE THAT...

...IN THE
DAYS YET TO
COME?

"FINALLY!"

THE STUDY OF NORMAN OSBORN.

I HAVE TRIED SO MANY WAYS TO BE WHOLE AGAIN-- TO GET THE **MADNESS** BACK. SURGICALLY. PSYCHOLOGICALLY. SPIRITUALLY.

EVEN MYSTICALLY. NOTHING ON EARTH WORKED.

BUT YOU-- YOU UNEARTHLY THING--YOU'RE THE ANSWER, AREN'T YOU?

I CAN **FEEL** IT! MADNESS IN A JAR.


MADNESS I CAN **STEAL** AND MAKE MY OWN!

COME, **CARNAGE**, MEET YOUR NEW MASTER.

HA HA HA! YES! THE **RAGE**! SO MUCH **POWER**! SUCH EXQUISITE HATE!

THE SPIDER WON'T KNOW WHAT HIT HIM! HA HA HA!

WE'LL RIP HIM OPEN! PULL OUT ALL THE **SQUISHY RED PARTS**! FIRST HIM--THEN THE WORLD!

A large, red, multi-limbed creature with a grotesque, screaming face is perched on a dark stone ledge. It has long, flowing red tendrils and sharp teeth. The background shows a building with windows and architectural details.

NO! THAT'S
NOT WHAT I
WANT! I WANT AN
EMPIRE! A WORLD
TO RULE,
NOT--

--TEAR
APART! SLICE
IT AND HEAR
IT SCREAM!

LISTEN
TO ME! THIS
IS ABOUT THE
SPIDER! KILLING
SPIDER-MA--

--ALL!
WE'LL KILL
'EM ALL!

The red creature is shown in mid-air, with its long, flowing red tendrils trailing behind it. It has a wide, menacing grin showing sharp teeth. The background is a dark, cloudy sky with a yellowish glow at the bottom.

STOP! I AM
IN CONTROL
HERE! NORMAN
OSBORN! THE
GREEN G--

G-G-GIVE
IT UP! THERE'S
NO "I" HERE! AND
GREEN'S OUT!
THERE'S ONLY
RED!

WE'RE
MAKING
EVERYTHING
RED! THEY'LL BE
SOAKED IN IT!
DRENCHED
IN IT!

AND
WE ARE--
CARNAGE!

HOHOHOHOHOHO!

TO BE
CONTINUED!

Send e-mail to **SPIDEYOFFICE@MARVEL.COM** (please mark "OKAY TO PRINT")

Tom!

